

October 23, 2003

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

COPY

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2707170

IN THE MATTER OF Adversary Proceedings & Contested Matter
File No. 40575-0003

For legal services rendered through September 30, 2003 (see attached Description of Legal Services for detail)	\$ 313,114.00
For disbursements incurred through September 30, 2003 (see attached Description of Expenses for detail)	\$ 8,591.29
Total for legal services rendered and expenses incurred	\$ 321,705.29

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
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Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Janet S Baer	1.30	625.00	812.50
Richard S Berger	9.70	625.00	6,062.50
Salvatore F Bianca	16.50	345.00	5,692.50
Steven E Bledsoe	14.30	500.00	7,150.00
Robert T Buday	5.20	510.00	2,652.00
Damian D Capozzola ✓	163.60	410.00	67,076.00
Shirley S Cho	3.20	445.00	1,424.00
Eva H Davis	6.60	545.00	3,597.00
Michael G Fatall	.60	375.00	225.00
Christopher Frost	57.20	395.00	22,594.00
Evan R Gartenlaub	7.20	385.00	2,772.00
Steven R Kotarba	24.20	420.00	10,164.00
Eric C Liebeler ✓	45.60	525.00	23,940.00
Sydne J Michel	118.90	420.00	49,938.00
Quentin T Phillips	6.00	415.00	2,490.00
Haleh Rahjoo	27.50	345.00	9,487.50
James B Ransom	46.10	395.00	18,209.50
Geoffrey A Richards	12.60	460.00	5,796.00
Andrew R Running	3.90	510.00	1,989.00
Peter M Spingola	.50	375.00	187.50
Laura Thomas	67.80	345.00	23,391.00
Richard J Tilley	1.60	310.00	496.00
Becca Wahlquist	76.70	310.00	23,777.00
Richard L Wynne	10.70	670.00	7,169.00
James M Celeski	1.00	105.00	105.00
Frank A Chavez	3.50	90.00	315.00
Andrew J Groesch ✓	40.30	190.00	7,657.00
David Hernandez	6.50	150.00	975.00
Antoinette Huerta	15.00	90.00	1,350.00
Allison Mayo Andrews	8.00	185.00	1,480.00
Michael G Najjarpour	5.00	105.00	525.00
Denise Wymore	3.00	210.00	630.00
Edgar I Yep	2.50	90.00	225.00
James R Strohl	18.40	150.00	2,760.00
Total	830.70		\$ 313,114.00

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Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/01/03	6.00	Quentin T Phillips	Prepare Reply in Support of Motion For Preliminary Injunction to Enjoin Actions Against Present and Former Directors, Officers and Employees of Fleming Companies, Inc.
9/02/03	.80	Frank A Chavez	Monitor and distribute electronic case database re filed pleadings.
9/02/03	.70	Laura Thomas	Participate in legal issues call.
9/02/03	.90	Laura Thomas	Review Marigold motion and communicate with D. Daniels re numbers and calculations of credits.
9/02/03	7.50	Damian D Capozzola	Review and analyze Berry matter and prepare response for filing (6.5); analyze legal issues and scheduling matters (.5); analyze issues and communications re McCormick and Signature issues (.5).
9/02/03	.80	Geoffrey A Richards	Review materials re fraudulent conveyance claims re former consultants.
9/02/03	1.00	Geoffrey A Richards	Review and analyze Furr's litigation issues (.8); telephone conference with L. Price re same (.2).
9/02/03	1.00	Sydne J Michel	Plan and prepare for legal issues call (.5); participate in legal issues call (.5).
9/02/03	.20	Sydne J Michel	Participate in team meeting re preference actions.
9/02/03	5.10	Sydne J Michel	Draft memorandum to B. Folse, R. Hawk re SuperValu settlement agreements (2.1); review three agreements re same (3.0).
9/02/03	1.20	Sydne J Michel	Telephone conference with J. Grey re

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			K3RD/5 Rivers settlement agreements.
9/02/03	2.30	Sydne J Michel	Review and analyze revised Fox Foods' agreement (.8); draft memorandum to M. Toyloy re revisions (1.0); draft memorandum to M. Sharp and R. Buday re lease provisions (.5).
9/02/03	.40	Sydne J Michel	Review and respond to correspondence re Inversiones' deposition re assumption and assignment of issues (.2); review notice of deposition re same (.2).
9/02/03	2.40	Sydne J Michel	Draft and revise K3RD settlement agreement (1.3); draft memorandum to Milbank and J. Skidmore re same (.5); draft memorandum to M. Toyloy re revisions (.6).
9/03/03	.20	Richard L Wynne	Telephone conference with K. Richesson re Miami Foods.
9/03/03	.90	Haleh Rahjoo	Telephone conference with M. Ainsa re Economy Cash & Carry (.3); telephone conference with L. Mandel re same (.3); review and reply to emails from M. Ainsa and L. Mandel re same (.3).
9/03/03	6.70	Haleh Rahjoo	Review Miami Foodco objection (.7); review Minkin objection (.8); continue to draft Miami Foodco motion (3.6); review and reply to multiple emails from R. Wynne, R. Buday, J. Sims and M. Sharp re same (.9); telephone conference with R. Buday re same (.4); telephone conference with M. Sharp re same (.3).
9/03/03	1.10	Laura Thomas	Conference with M. Ghasemi, R. Berger and E. Liebler re new motions to be distributed this week (.3); telephone conference with D. Daniels re Marigold (.3); review notes from telephone conference and organize for further research (.5).
9/03/03	1.50	Damian D Capozzola	Analyze issues and communications re

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			DSD / class action issues.
9/03/03	.50	Eva H Davis	Numerous telephone conferences/emails with I. Kharasch re settlement agreement procedures and asset purchase agreement requirements.
9/03/03	2.70	Eric C Liebeler	Telephone conference with R. Grossman and C. Wistreich (C&S) re motion to dismiss re Berry (.3); edit motion to dismiss (1.2); conference with C. Birchette, L. Smith, and M. Scott re same (.7); review letter from T. Hogan (.1); conference with L. Smith, C. Birchette, and D. Capozzola re letter (.2); draft and edit response to Hogan letter (.2).
9/03/03	.10	Sydne J Michel	Review scheduling issues re Marigold Foods.
9/03/03	1.90	Sydne J Michel	Review correspondence from M. Toyloy re revised Save Mart agreement and accounts receivable issues (.5); review revised agreement re same (1.4).
9/03/03	2.90	Sydne J Michel	Review and analyze revised Sullivan and other SuperValu settlement agreements.
9/03/03	.20	Sydne J Michel	Review correspondence from K. Richesson re Grolmus Enterprises termination of FSA.
9/03/03	.80	Sydne J Michel	Draft and respond to correspondence from M. Toyloy re revised Fox Foods settlement agreement.
9/03/03	3.00	Sydne J Michel	Draft and respond to correspondence from B. Folse and M. Toyloy re SuperValu settlement agreements (.5); review and analyze J. B. Sullivan, Knowlan's and K&S agreements re same (2.5).
9/03/03	.30	Sydne J Michel	Review comments by J. Gray re K3RD/5 Rivers revised settlement agreements.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/04/03	2.50	Allison Mayo Andrews	Analyze and process incoming case documents.
9/04/03	4.30	Haleh Rahjoo	Review and analyze comments by R. Buday to Miami Foodco motion (.6); review and reply to multiple emails from R. Buday and M. Sharp re same (.8); revise Miami Foodco motion and send for further review (2.5); review and reply to emails from M. Weis and R. Hawk re TIP trailers and motion (.4).
9/04/03	3.40	Laura Thomas	Conference with E. Liebeler re Marigold Draft objection and case law (.4); research recoupment caselaw (1.7); review numbers provided by D. Daniels for recoupment argument (1.3).
9/04/03	1.10	Laura Thomas	Research personal jurisdiction for collection actions.
9/04/03	.80	Laura Thomas	Office conference with E. Liebeler and D. Capozzola re litigation cases currently pending, including strategy, status, and staffing.
9/04/03	.80	Laura Thomas	Research appellate time table for DSD appeal (.6); write brief e-mail memorandum to E. Liebeler re same (.2).
9/04/03	.80	Laura Thomas	Review draft AG/GG discovery responses.
9/04/03	1.20	Laura Thomas	Telephone conference with T. Gaillard re factual background of investigation (.3); review notes and e-mails from C. Wong re same (.6); revise discovery requests (.3)
9/04/03	9.60	Damian D Capozzola	Review and analyze DSD class action matters, and communications with opposing counsel re same (.4); review and analyze Hawaiian software issues, including responsive papers filed by Berry (2.4); review and analyze McCormick / Signature issues (.3); prepare for and participate in conference re case management and

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			strategy issues (.4); prepare for and participate in communications with E. Liebeler and M. Scott re case management and strategy issues (1.4); review and analyze Scozio's matter (.5); review and analyze GLN matter (.5); analyze Grolmus matter (.3); review and analyze American Greetings discovery and calendaring issues, and draft letter re same (.9); analyze discovery / scheduling issues (2.5).
9/04/03	.40	Eric C Liebeler	Conference with L. Thomas and C. Birchette re Louisiana bad check matter (.2); conference with D. Capozzola re same (.2).
9/04/03	2.10	Eric C Liebeler	Review Berry motion to dismiss (1.5); conference with D. Capozzola re same (.2); obtain transcript from sale hearing (.2); analyze same with respect to potential waiver issues (.2).
9/04/03	2.00	Eric C Liebeler	Conferences with D. Capozzola, M. Scott re staffing and strategy (1.7); conference with B. Wahlquist re offset issues (.3).
9/04/03	1.10	Sydne J Michel	Draft memorandum to M. Benedict re Kelly Foods and Hays Food settlement issues (1.0); review correspondence from L. Mandel re lift stay stipulations (.1).
9/04/03	2.90	Sydne J Michel	Review and analyze SuperValu settlement agreements re waiver and release provisions.
9/04/03	.40	Sydne J Michel	Review correspondence from R. Hawk re accounts receivable issues (.1); review and respond to correspondence from J. Gray re K3RD/5 Rivers accounts receivable issues (.3).
9/04/03	.20	Sydne J Michel	Review list of contracts and personal property leases rejected re pending litigation.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/04/03	4.00	Sydne J Michel	Review and analyze calendar of events (.4); review coordination of customer and accounts receivable settlement issues (1.4); draft memorandum to B. Folse, R. Hawk re accounts receivable issues in settlement agreements (2.2).
9/04/03	.50	Sydne J Michel	Review and revise Fleming litigation calendar (.3); review and analyze updated omnibus hearing chart (.2).
9/05/03	1.10	Steven R Kotarba	Respond to inquiries from other departments including tax (setoff issues) and other departments (litigation, environmental).
9/05/03	2.60	Becca Wahlquist	Research re prepetition and postpetition obligations to argue same.
9/05/03	.40	Richard L Wynne	Analyze EZ Mart sealed transcript.
9/05/03	1.30	Richard L Wynne	Analyze documents and e-mails re Miami Food lease (.4); telephone conference with J. Sims, Associate Grocer counsel, G. Richards, M. Sharf and Stang re strategy for Miami Foodco lease situation (.9).
9/05/03	5.90	Haleh Rahjoo	Conference call with the real estate team re Miami leases (1.2); review comments from G. Richards and J. Stang to Miami Foodco motion (.9); telephone conferences with M. Sharp and R. Buday re same (.6); review and reply to multiple emails from R. Wynne, R. Buday, M. Sharp, B. Lake and J. Stang re same (1.3); legal research on 365(f) (1.9).
9/05/03	4.30	Haleh Rahjoo	Revise Miami Foodco motion and proposed order.
9/05/03	.30	Laura Thomas	Conference with M. Scott, D. Alexander and D. Capozzola re American Greeting discovery.

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9/05/03	2.00	Laura Thomas	Work on draft objection for Marigold (1.7); communicate with E. Liebeler, D. Daniels, W. Disse and S. Miller re same (.3).
9/05/03	1.70	Damian D Capozzola	Review and analyze American Greetings discovery and conferences with R. Wick re same.
9/05/03	1.20	Eva H Davis	Numerous telephone conferences/emails re DiDiorgio and RWG settlement agreement with I. Kharash P. Signola, M. Fatah, R. Buday.
9/05/03	.20	Eric C Liebeler	Resolve client concerns about potential entry of Gaillard judgment in Georgia.
9/05/03	5.20	James B Ransom	Research re cases applying Section 547 of Bankruptcy Code re pending litigation re preference actions (.8); review and analyze Delaware bankruptcy court precedent re complaint for avoidance and recovery of preferential transfers re pending litigation re preference actions (1.2); review and analyze discovery precedent re prior bankruptcy actions in Delaware bankruptcy court re pending discovery re preference actions (1.5); review and analyze reported cases re debtor provision of increased security to creditor within preference period re planned litigation re preference actions (1.7).
9/05/03	.40	Sydne J Michel	Telephone conference with L. Mandel re K3RD/5 Rivers settlement agreements.
9/05/03	2.80	Sydne J Michel	Review and analyze revised copies of agreements for Knowlans and Sullivans Foods.
9/05/03	1.90	Sydne J Michel	Revise and revise settlement agreement for Fox Foods (1.7); review and analyze correspondence re same (.2).
9/05/03	1.50	Sydne J Michel	Draft memorandum to M. Benedict re

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			K3RD/5 Rivers stipulations.
9/05/03	.40	Sydne J Michel	Telephone conference with D. Capozzola re lift stay settlements (.2); draft memorandum to D. Capozzola re AWG and C&S settlement contacts (.2).
9/07/03	1.60	Laura Thomas	Review DSD motion for injunctive relief (.6); communicate with D. Capozzola re same (.2); research imposing a stay pending discovery (.8).
9/08/03	4.10	Steven R Kotarba	Review PAQ and Keil's appeals and related documents (.3); review bankruptcy and local rules re same (.3); begin factual research re issues raised (notice) (1.9) and legal standards (1.6)
9/08/03	4.50	Becca Wahlquist	Review bankruptcy law on pre and post petition amounts due (2.4); review treatises on reclamation and offset (2.1).
9/08/03	.40	Janet S Baer	Review Open Pantry settlement letter (.2); review Snell & Wilmer letter and affidavit re fee set-off issue (.2).
9/08/03	.30	Richard L Wynne	Telephone conference with I. Kharasch and S. Kotarba re Keil motion and appeal.
9/08/03	3.10	Haleh Rahjoo	Review and reply to emails from B. Lake, M. Sharp and R. Buday re Miami Foodco motion (1.5); review and analyze comments from R. Buday re same (.4); revise same motion and proposed order (1.0); telephone conference with M. Sharp re same (.2).
9/08/03	1.70	Laura Thomas	Telephone interviews with C. Fitzgerald and A. Warren re Gaillard (1.3); review notes for interviews and communicate with E. Liebeler re same (.4).
9/08/03	.70	Laura Thomas	Telephone conference with committee counsel re status of Marigold objection

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			(.2); communicate with W. Disse re possible settlement (.2); communicate with K&E team re changes to calendar (.2); communicate with S. Miller re same (.1).
9/08/03	.30	Laura Thomas	Review DSD injunction motion, and communications relating to possible settlement.
9/08/03	.20	Laura Thomas	Conference with D. Capozzola and D. Alexander re discovery issues.
9/08/03	2.70	Richard S Berger	Conference with Q. Phillips re reply memorandum in support of motion for preliminary injunction (.5); review and analysis of opposition to motion for preliminary injunction in 105 case and of working draft of reply memorandum (2.2).
9/08/03	9.80	Damian D Capozzola	Conferences with M. Scott, H. Martyn, and research clerk re class injunction issues (.4), and analyze escrow amounts and related spreadsheets (3.3); analyze Berry brief and scheduling issues in Hawaiian software matters (.6); analyze Suntrust issues and communications re same (.4); analyze Oklahoma FSA issues (.4); analyze Reckitt issues and communications re same (.3); analyze Grolmus issues and communications re same (.4); analyze Scozio's and GLN issues and communications re same (.8); analyze Louisiana prosecution matter and communications with C. Birchette re same (.7); analyze and development of adversary proceeding and litigation matter scheduling issues, and draft oversight charts re same (2.5).
9/08/03	.90	Eva H Davis	Telephone conferences and emails with I. Kharasch, R. Buday, R. Tilley and P. Spingola re Di Giorgio.
9/08/03	4.70	James B Ransom	Attend team meeting re opposition to omnibus motion for order determining

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			that notes are executory contracts (1.0); review precedent re opposition to omnibus motion for order determining that notes are executory contracts (1.2); research re opposition to omnibus motion for order determining that notes are executory contracts (2.5).
9/08/03	.20	Sydne J Michel	Review correspondence re objection to motion for declaratory relief pursuant to Rule 7001.
9/08/03	2.00	Sydne J Michel	Review and analyze omnibus retailers motion re integration issues (1.0); telephone conference with J. Ransom and R. Berger re objection strategy (.8); telephone conference with E. Davis re same (.2).
9/08/03	2.30	Sydne J Michel	Review and analyze integration issues (1.2); leave voice mail message for B. Folse re same (.1); draft memorandum to B. Folse, R. Hawk and W. White re same (1.0).
9/09/03	3.00	Allison Mayo Andrews	Attend team meeting re up coming events (1.5); meeting with case assistants re case assignments (1.5).
9/09/03	2.00	Christopher Frost	Attend team meeting re strategy and deadlines (1.5); attend follow-up conference with D. Capozzola re same (.5).
9/09/03	2.20	Christopher Frost	Research re reclamation law re plan.
9/09/03	8.30	Becca Wahlquist	Read and analyze bankruptcy law re offset and reclamation rights (3.4); review Fleming case documents re same (3.4); attend team meeting re litigation issues (1.5).
9/09/03	.50	Peter M Spingola	Review and analyze Objection by Acting U.S. Trustee (.3); review and analyze voice mail from E. Davis re RMG Settlement Agreement (.2).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/09/03	.30	Michael G Fata11	Analyze issues in RMG settlement agreement.
9/09/03	3.70	Salvatore F Bianca	Review motion (and attached exhibits) of Keil's to reconsider sale order (1.4); review cases cited in motion re same (2.1); review Keil's service information (.2).
9/09/03	1.80	Laura Thomas	Office conference with E. Liebeler, S. Michel, D. Capozzola, C. Frost and B. Wahlquist re work distribution and strategy (1.5); communicate with B. Wahlquist after meeting re related Fleming information (.3).
9/09/03	1.50	Laura Thomas	Participate in legal issues call.
9/09/03	10.20	Damian D Capozzola	Communications with T. Hogan re Hawaiian software issues and analysis / re same (.9); review and analyze of Hawaiian software issues and draft opposition to motion to transfer, stay, or dismiss (2.3); prepare for and participate in team meetings and conference calls re case management and oversight issues (3.4); communications with opposing counsel in FSA and lift stay motions (1.1); analyze American Greetings issues and communications with M. Scott and R. Wick re same (1.1); analyze Suntrust bank issues (.1); analyze Gorman Foods issues and communications re same (.7); analyze Price Chopper issues and communications re same (.6).
9/09/03	.90	Eva H Davis	Telephone conferences and email correspondence with I. Kharasch, R. Buday, R. Tilley and P. Spingola re DiGiorgio settlement.
9/09/03	5.00	Eric C Liebeler	Edit letter to T. Hogan re Berry / service and pretrial conference issues (.8); analyze potential default issues, including pertinent case law (3.8);

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			conference with L. Smith re same (.2); conference with R. Grossman and C. Wistreich re same (.2).
9/09/03	2.10	Eric C Liebeler	Collections staffing meeting with D. Capozzola, S. Michel, B. Wahlquist, C. Frost, L. Thomas.
9/09/03	1.20	Eric C Liebeler	Conference with D. Capozzola re DSD settlement possibilities (.5); conferences re continuance of TRO hearing and discovery re same (.7).
9/09/03	7.80	James B Ransom	Confer with R. Berger and S. Michel re objection to omnibus motion for declaratory relief (.5); case research re objection to omnibus motion for declaratory relief (2.5); draft objection to omnibus motion for declaratory relief (3.5); team meeting re status of litigation matters (1.3).
9/09/03	.40	Andrew R Running	Review sale order appeal papers filed by PAQ and Keil's Food Stores' motion for relief from the sale order.
9/09/03	1.40	Sydne J Michel	Office conference with E. Liebeler, R. Berger, J. Ransom, D. Capozzola, R. Tilley and C. Pak re integration issues (.6); review documents re same (.8).
9/09/03	.30	Sydne J Michel	Draft and respond to correspondence from S. Bledsoe re debtor's motion to assume and assign Albertson's contract (.2); leave voice mail message for S. Bledsoe re same (.1).
9/09/03	.10	Sydne J Michel	Voice mail message for R. Mersky re Hays Food settlement issues.
9/09/03	1.00	Sydne J Michel	Draft memorandum re motion to continue in GLN Integration case.
9/09/03	.80	Sydne J Michel	Review pleadings re integration statements (.5); draft memorandum to litigation team re same (.3).

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9/09/03	.80	Sydne J Michel	Draft memorandum to R. Hawk and W. White re retailer documents in integration motion (.5); telephone conference with W. White re same (.3).
9/09/03	1.50	Sydne J Michel	Participate in litigation team meeting re projects and strategy.
9/09/03	1.70	Sydne J Michel	Plan and prepare for legal issues call (.7); participate in legal issues call (1.0).
9/09/03	1.80	Sydne J Michel	Review and analyze K3RD/5 Rivers contract documents re integration and assignment issues (.8); draft memorandum to R. Berger and J. Ransom re same (1.0).
9/10/03	1.10	Christopher Frost	Conference with D. Capozzola and B. Wahlquist re case strategy and litigation preparation.
9/10/03	1.20	Christopher Frost	Research re offset of issues.
9/10/03	.30	Richard J Tilley	Telephone conference with P. Spingola and M. Fatall re RMG settlement.
9/10/03	.60	Richard J Tilley	Review RMG/Giorgio settlement.
9/10/03	4.20	Becca Wahlquist	Review relevant bankruptcy provisions related to postpetition collection efforts (1.0); review law in preparation for onsite meetings at Fleming (3.2).
9/10/03	.30	Michael G Fatall	Conferences with P. Spingola re RMG agreement.
9/10/03	.20	Richard L Wynne	Revise stipulation re retailers' motion.
9/10/03	.30	Richard L Wynne	Telephone conference with E. Liebeler re litigation planning required for preferences/vendor discounts.
9/10/03	6.70	Salvatore F Bianca	Prepare for and attend telephone conference call with I Kharisch re RMS

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			motion and strategy re same (.4); correspondence with company re same (.2); review agreements at issue and documentation re same (.5); draft analysis of issues re same (.7); research re notice and rule 60 relief issues raised in motion of Keil's to reconsider sale order (2.3); draft objection re same (2.6).
9/10/03	7.20	Damian D Capozzola	Draft Berry brief, exhibits, and declaration (5.5); analyze Scozio's issues and communications re same (.3); analyze Gorman issues and communications re same (.3); conference with C. Frost and B. Wahlquist re case strategy and litigation preparation (1.1).
9/10/03	.60	Eva H Davis	Various telephone conferences/emails with I. Kharash (.3) and W. Defay (.3) re settlement arrangements for RWG, Di Giorgio and BankCorp South.
9/10/03	5.00	Andrew J Groesch	Review Fleming docket sheet to determine documents to include in counter designation for the record on appeal for the PAQ appeal of the sale order (3.0); print and organize documents for record on appeal (2.0).
9/10/03	4.10	Eric C Liebeler	Analyze strategy to lift default in detail, including case law on multiparty default cases (3.7); conferences with L. Smith and C. Birchette re same (.4).
9/10/03	9.90	James B Ransom	Review and analyze 8/15/2003 Sale Order re objection to Retailer's Omnibus Motion (1.7); review and analyze exemplar promissory notes and Facility Standby Agreements re objection to Retailer's Omnibus Motion (1.9); research re Rule 7001(2) re objection to Retailers' Omnibus Motion (2.5); review and analyze brief in support of retailers' Omnibus Motion (2.0); review

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			and analyze draft stipulations (.5); research re Rule 9014 re objection to retailers' Omnibus Motion (1.3).
9/10/03	3.50	James B Ransom	Draft objection to Retailer's Omnibus Motion.
9/10/03	1.10	Geoffrey A Richards	Review Dunigan Fuels complaint.
9/10/03	1.10	Geoffrey A Richards	Review investigations involving consultants.
9/10/03	.60	Geoffrey A Richards	Review email from C. Brichette re payment of arbitration award (.4); telephone conference with C. Birchette re same (.2).
9/10/03	3.10	Andrew R Running	Prepare memoranda summarizing Cotter and Jones interviews (2.6); review CGE&Y contract materials forwarded by J. Cotter (.5).
9/10/03	.20	Sydne J Michel	Review correspondence re Addeco v. Nickel's Payless subpoena issues.
9/10/03	2.70	Sydne J Michel	Review sale order re integration issues (2.2); review correspondence from R. Berger re same (.1); review correspondence from J. Ransom re same (.3); review correspondence from L. Thomas re retailers' motion re integration issues (.1).
9/10/03	.90	Sydne J Michel	Review and analyze proposed redraft of R. Lapowsky's stipulation to adjourn hearing on retailers' omnibus motion (.8); review revisions from R. Wynne re same (.1).
9/11/03	.50	Edgar I Yep	Prepare Pro Hac Vice Application for J. Ransom, L. Thomas, B. Wahlquist and C. Frost.
9/11/03	.50	Allison Mayo Andrews	Assist attorney with preparation of opposition to Reclamation motion.
9/11/03	.60	Christopher Frost	Review and analyze the Gorman

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			complaint.
9/11/03	8.10	Christopher Frost	Conference with the client at Fleming headquarters re vendor deduction and compensation programs (6.8); analyze issues re same (1.3).
9/11/03	13.30	Becca Wahlquist	Attend onsite meetings re vendor collections (6.8); review select contracts to assess payment structures (1.3); draft memorandum re analysis of company meeting (5.2).
9/11/03	.70	Richard L Wynne	Telephone conference with I. Kharasch re motion to change reserves and Dunigan complaint (.3); telephone conference with G. Richards re reserve motion (.2); telephone conference with I. Kharasch re Dunigan complaint (.2).
9/11/03	1.80	Salvatore F Bianca	Draft objection to motion of Keil's to reconsider sale order (1.0); additional research re same (.8).
9/11/03	1.00	Laura Thomas	Conference with Newcastle counsel re settlements and possibly continuing dates (.3); create calendar to track cases re same (.7).
9/11/03	3.50	Laura Thomas	Continue to research personal jurisdiction, venue and core/non-core matters for Price Choppers.
9/11/03	1.00	Laura Thomas	Participate in legal issues telephone call.
9/11/03	.50	Richard S Berger	Telephone conference with K. Ziman re Omnibus Motion proposed stipulation (.1); revise proposed stipulation re scheduling (.2); communication with R. Lapowsky re same (.1); communications with J. Ransom re same (.1).
9/11/03	10.50	Damian D Capozzola	Prepare for and participate in meetings with M. Scott, J. Vaughn, C. Frost, and B. Wahlquist re vendor deductions and collection issues (6.5); review and

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			revise Berry brief and related papers and communications re same (3.0); communications and analysis re Scozio's, American Greetings, and Pictsweet (1.0).
9/11/03	.30	Eva H Davis	Various telephone conferences/emails with I. Kharasch re settlement agreements involving A/R, promissory notes, etc. (.3).
9/11/03	10.60	Andrew J Groesch	Work on compiling designation of additional items for PAQ record on appeal including researching precedent (.5); reviewing and analyzing docket sheet entries and affidavits of service (4.5); coordinating downloading additional items and reviewing for relevancy (1.0); review PAQ's designation of the record on appeal (.5); drafting additional designation of items for the record on appeal for the PAQ record (4.1).
9/11/03	1.50	James B Ransom	Attend Legal Issues conference call (1.0); plan and prepare for same (.5).
9/11/03	4.70	James B Ransom	Revise objection to retailer's omnibus motion (2.5); review and analyze case law re motion to quash deposition of attorney (.7); research re objection to retailer's omnibus motion (1.5).
9/11/03	2.60	Sydne J Michel	Review redrafted proposed stipulation re discovery deadlines in certain retailers motion to compel finding that notes are executory contracts (.4); review and analyze draft objection to certain retailers' omnibus motion to compel finding of executory contracts (1.1); draft memorandum re same (.4); review revised objection re same (.7).
9/11/03	4.20	Sydne J Michel	Review and analyze contract documents sent by W. White of certain retailers re integration issues.

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9/11/03	.50	Sydne J Michel	Respond to correspondence from S. McFarland re status of Fox Foods stipulation.
9/12/03	2.00	Allison Mayo Andrews	Analysis and process of incoming case documents.
9/12/03	7.30	Christopher Frost	Conference with client at Fleming headquarters re vendor deduction and compensation programs (4.0); review and prepare summary of contracts re same (2.3); coordinate preferred vendor information (1.0).
9/12/03	7.30	Becca Wahlquist	Attend onsite meetings at Fleming headquarters re collections (4.0); review contracts collected on critical trade vendors and preferred vendor agreements (2.0); coordinate preferred vendor information (.7); edit memorandum on collections strategies (.6).
9/12/03	6.00	Antoinette Huerta	Review and cite check motion re objection of omnibus motion (2.0); prepare and send documents to counsel and client re Albertsons (2.0); update correspondence files re electronic correspondence (1.5); update case calendar (.5).
9/12/03	.20	Richard L Wynne	Telephone conference with S. Kotarba re retailers motion.
9/12/03	.50	Richard L Wynne	Revise objection for reply to omnibus retailers motion.
9/12/03	.30	Richard L Wynne	Telephone conference with S. Kotarba re Keil appeal and motion and designation of record.
9/12/03	2.60	Salvatore F Bianca	Draft objection to motion of Keil's to reconsider sale order (1.7); revise same (.9).
9/12/03	2.30	Haleh Rahjoo	Telephone conference with J. Stang, G. Richards, M. Sharp and R. Buday re

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			Miami Foodco motion (.9); revise same motion and proposed order (1.4).
9/12/03	2.00	Laura Thomas	Review Millenium survey (1.5); attend office conference with M. Ingalls, C. Heck and P. Chen re same (.5).
9/12/03	8.00	Damian D Capozzola	Prepare for and participate in meetings with M. Scott, J. Vaughn, C. Frost, and B. Wahlquist re vendor deductions and collection issues (7.0); analyze American Greetings issues (.5); communications and analysis re 9/18 hearing (.5).
9/12/03	4.30	Andrew J Groesch	Revise and circulate designation of additional items for record on appeal for PAQ appeal (1.5); arrange for compilation of PAQ designation of record on appeal (.5); review and finalize FSA reserve motion and exhibit (1.3); coordinate filing and service (.4); telephone conferences re same with S. Kotarba, C. Lhulier, K. Fuhman and BMC (.6).
9/12/03	.50	James B Ransom	Review final objection to retailer's omnibus motion and motion to continue.
9/12/03	.40	Andrew R Running	Confer with G. Richards re potential claim against professional services provider.
9/12/03	.10	Sydne J Michel	Review correspondence from R. Berger re L. Lapowsky representation issues.
9/12/03	5.80	Sydne J Michel	Review and analyze contract documents of certain retailers re integration issues (4.7); revise objection to certain retailers omnibus motion re integration issues (.8); review correspondence from R. Berger re stipulation in certain retailers omnibus motion (.3).
9/13/03	1.00	Laura Thomas	Review correspondence relating to Newcastle extension of schedule, the

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			Louisiana case, and American Greetings.
9/14/03	1.80	Richard L Wynne	Preparation of critical trade task list and review of same with G. Richards (.6); telephone conference with G. Richards re four key areas of analysis needed (.3); analyze Core Mark confidential memorandum (.7); telephone conference with T. Stenger re preparation for call (.2).
9/14/03	.50	Andrew J Groesch	Review spreadsheet, draft and send request for additional addresses of FSA counterparties to S. Outland at AlixPartners.
9/15/03	1.20	Becca Wahlquist	Edit memorandum of collections issues discussed in Dallas meetings (1.0); finalize same and send to team (.2).
9/15/03	.20	Janet S Baer	Attend to matters re Stop N Go Stipulation.
9/15/03	1.40	Salvatore F Bianca	Email to I. Kharasch re objection to RMS motion (.2); revise objection to Keil's motion to reconsider sale order (1.2).
9/15/03	.50	Laura Thomas	Communicate with Newcastle counsel (.1); draft new stipulation for discovery extension and send to counsel (.4).
9/15/03	.30	Laura Thomas	Communicate with R. Stovall re status of Gaillard case.
9/15/03	.30	Laura Thomas	Participate in Legal issues call.
9/15/03	6.00	Damian D Capozzola	Conferences with D. Bickford re Target (.1); conferences with R. Saunders re financial report (.1); conferences with M. Scott re DSD settlements (.1); analyze Hegenbarth issues and communications re same (.5); analyze vendor deduction issues (.7); analyze Scozio's issues and communications with opposing counsel re same (.7); analyze

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			Pictsweet issues and communications with team members re same (.4); analyze Gorman complaint and communications with team members re same (.4); analyze Farris discovery issues and communications with C. Frost, D. Alexander-Burklow, and P. Scott re same (.4); analyze American Greetings discovery and settlement proposals (2.6).
9/15/03	.80	Andrew J Groesch	Review Gorman adversary pleadings and docket for upcoming dates (.5); communicate information re same to D. Capozzola (.3).
9/15/03	4.80	Eric C Liebeler	Review complaint and associated materials (1.7); conference with L. Thomas and S. Bledsoe re same (.5); review core/noncore cases from L. Thomas (1.2); analyze arbitration/litigation issue and conference with L. Thomas re same (1.1); conference with R. Grossman re default and strategy (.3).
9/15/03	1.10	James B Ransom	Prepare for and participate in Legal issues call.
9/15/03	.20	Sydne J Michel	Draft memorandum to R. Berger and J. Ransom re status of retailers' integration motion.
9/15/03	1.60	Sydne J Michel	Plan and prepare for legal issues conference call (.5); participate in legal issues conference call (1.0); review correspondence re same (.1).
9/15/03	.10	Sydne J Michel	Review and respond to correspondence from L. Thomas re arbitration clause issues.
9/15/03	3.80	Sydne J Michel	Review and analyze contract documents from certain retailers re motion to compel and integration issues.
9/16/03	3.40	Christopher Frost	Research re Gorman complaint issues

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			(2.4); communicate with the client re same (.2); investigate facts and review documents re same (.8).
9/16/03	7.30	Christopher Frost	Assist in document production and review in the DSD class action litigation (3.8); communicate with client re same (.5); review documents re same (2.5); communicate with opposing counsel (H. Martyn) re same (.5).
9/16/03	.30	Janet S Baer	Confer with counsel for Stop n Go re termination (.3); confer with T. Morrow re same (.2).
9/16/03	.20	Laura Thomas	Telephone conference with P. Auger re payment for his services for EZ Mart hearing.
9/16/03	.30	Laura Thomas	Conference with D. Capozzola and E. Yep re information needed for negotiations with American Greetings.
9/16/03	.30	Richard S Berger	Telephone conference with M. Etkin re 105 action and Stenger deposition and communications with R. Wynne re same.
9/16/03	.40	Richard S Berger	Telephone conference with J. Griffith re AWG retailers in Omnibus motion (.2); telephone conference with M. Benedict re same (.2).
9/16/03	.60	Richard S Berger	Review and analysis of Sale Order and Supplemental Sale Orders re evaluation of AWG position on assume and assign.
9/16/03	1.30	Richard S Berger	Conference with S. Michel re AWG and Retailer Omnibus Motion (.3); conference with S. Michel and S. Bledsoe re AWG and Retailers Omnibus Motion (.3); review and analysis of communications from R. Lee re Retailers Omnibus Motion (.1); communications to and from R. Lee re same) (.2); communications to and from K. Ziman re same (.2); conferences with R. Wynne re

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			105 action and Retailers Omnibus motion (.2).
9/16/03	8.00	Damian D Capozzola	Prepare for and participate in meetings with D. Alexander-Burklow, B. Cooper, and M. Scott re American Greetings issues (3.0); research re class action issues (.8); analyze Hegenbarth issues and communications with B. Evanoff re same (1.2); analyze Scozio's issues and communications with opposing counsel re same (.7); analyze Pictsweet issues and communications re same (.4); analyze vendor deduction issues and communications with M. Scott and J. Vaughn re same (1.9).
9/16/03	.80	Andrew J Groesch	Draft and circulate summary of communications from J. Sullivan re information requests and pendency of adversary filed by Unofficial Creditors Committee of Dunigan Fuels.
9/16/03	1.30	Eric C Liebeler	Conference re complaint and strategy issues with L. Thomas (.2); determine ownership of note (.2); analyze additional arbitration issues (.9).
9/16/03	.60	James B Ransom	Review and analyze documents related to Almelbet, Inc. Promissory Note payable to Fleming Companies Inc.
9/16/03	2.40	James B Ransom	Review and analyze documents re Tramabil, Inc. Demand Note payable to Fleming Companies, Inc. (.7); review and analyze loan modification agreement topromissory note by J-H-J Inc. to Fleming Companies, Inc. (.5); review and analyze settlement agreement and general release between Fleming Companies, Inc. and J-H-J Inc. (.3); review and analyze promissory note of J-H-J, Inc. to Fleming Companies, Inc. (.4); review and analyze documents related to Menard's Demand Note payable to Fleming Companies, Inc. (.5).

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9/16/03	1.10	Geoffrey A Richards	Telephone conferences with White Fresh counsel re bankruptcy claims offset issues.
9/16/03	2.80	Sydne J Michel	Office conference with R. Berger re AWG assumption and assignment issues (.2); office conference with R. Berger and S. Bledsoe re same (.1); telephone conference with J. Griffith, S. Bledsoe and R. Berger re same (.2); respond to voice mail message from S. Bledsoe re AWG assumption and assignment issues (.1); review issues re impact of AWG assumption and assignment on integration issues (.5); review and respond to memorandum from M. Benedict re AWG settlement agreements and confidentiality issues (1.0); draft memorandum to litigation team re same (.5); draft and respond to memorandum from B. Folse re same (.2).
9/16/03	2.00	Sydne J Michel	Review and revise Fox Foods settlement agreement (1.6); draft memorandum to M. Toyloy and D. Clark re same (.2); draft memorandum to B. Folse and M. Sharp re lease issues (.2).
9/17/03	6.20	Christopher Frost	Draft Gorman answer (1.1); investigate facts re same and communicate with client re same (5.1).
9/17/03	.70	Richard J Tilley	Telephone conference with I. Kharasch re settlement agreements.
9/17/03	2.50	Antoinette Huerta	Research and compile documents for attorney review re DSD matter (1.5); update sub-files (1.0).
9/17/03	.40	Janet S Baer	Confer with E. Gartenlaub re 9019 motion (.2); confer with G. Fedders re same (.2).
9/17/03	.80	Richard L Wynne	Telephone conference with R. Berger and L. Jones re to do list on omnibus retailers motion (.3); conference with D. Capozzola re Scottia, BHB and

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			Pictsweet DSD motions (.5).
9/17/03	3.80	Evan R Gartenlaub	Participate in conference with J. Baer re Stop n Go Settlement (.2); review Stop and Go settlement agreement and correspondence (.9); draft 9019 Motion and revised settlement (2.7).
9/17/03	.40	Richard S Berger	Conference call with R. Wynne and L. Jones re Retailers Omnibus Motion and review of Sale Orders in connection with conference.
9/17/03	.20	Richard S Berger	Letter to R. Lapowsky re 2019 statement.
9/17/03	.50	Richard S Berger	Review and analysis of revised draft of reply memo in support of motion for preliminary injunction in D&O 105 action.
9/17/03	.30	Richard S Berger	Telephone conference with R. Wynne and L. Jones re Retailers Omnibus Motion and issues to be raised at hearing.
9/17/03	1.50	Richard S Berger	Conference call with J. Sprayregan, R. Wynne, G. Richards, A. Dykes, C. Hernandez, B. Collins, T. Durst, L. Price, N. Lemon, J. Hermes, T. McCormick and H. Hirschman re D&O issues.
9/17/03	3.00	Steven E Bledsoe	Review complaint filed by Dunigan Fuels creditors committee and formulate response to same.
9/17/03	8.00	Damian D Capozzola	Prepare for and participate in meetings with American Greetings and draft memorandum of understanding re same (5.0); preparations for 9/18 hearing re Scozio's, Pictsweet, B.H.B., Farris, Berry, and Hegenbarth matters (2.5); communications with opposing counsel re cancellation of hearing (.5).
9/17/03	.70	Andrew J Groesch	Correspond with AlixPartners re status of payment of expert invoices for July

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			17 hearing.
9/17/03	1.00	Andrew J Groesch	Review Keil's designation of items and transcripts for appellate record.
9/17/03	4.10	Eric C Liebeler	Review and analyze Hogan letter (.5); discuss response with D. Capozzola (.5); draft letter to Hogan re continuance of hearing (.2); resolve service issues and discuss with client (.7); work on getting expert paid (.1); Discuss settlement with D. Capozzola (.2); work on moving TRO hearing date (.9); analyze recoupment issues (.7); prepare for hearing (.2); discuss moving of hearing with plaintiffs' counsel and L. Thomas (.1).
9/17/03	1.00	Sydne J Michel	Review memo from R. Berger re AWG assumption and assignment of GLN, Something More and Kimball contracts.
9/17/03	3.70	Sydne J Michel	Review GLN, Something More and Kimball contract documents re assumption and assignment and cure issues.
9/17/03	.50	Sydne J Michel	Review and respond to correspondence from M. Benedict and A. Paris re Ken Kelley settlement.
9/18/03	4.50	Christopher Frost	Conference with client re the Gorman complaint (3.7); analyze issues re same (.8).
9/18/03	.90	Becca Wahlquist	Participate in telephone conference re upcoming collections issues (.7); review offset law at issue (.2).
9/18/03	6.50	Antoinette Huerta	Update correspondence into main database (for dates 08/22/2003 - 09/04/2003), (3.0); prepare and serve Fleming's Second Request for Production of Document re Albertsons (2.0); research and compile documents for attorney review re Deutsche Bank matter (1.5).

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9/18/03	.50	Richard L Wynne	Telephone conference with G. Richards, D. Capozzola re BHB, Hegerback's contested motion.
9/18/03	1.80	Evan R Gartenlaub	Participate in telephone conference with T. Morrow re Stop n Go Motion (.1); revise Stop n Go Motion and Settlement (1.7).
9/18/03	1.00	James M Celeski	Update and revise adversary proceeding chart.
9/18/03	1.40	Laura Thomas	Telephone conference with L. Price at McAfee re arbitration pre and post filing (.7); communicate with Kirkland & Ellis litigation team re same (.2); communicate with Spencer, Newcastle counsel (.1); enter into stipulation to extend discovery (.4).
9/18/03	1.20	Laura Thomas	Review agenda for legal issues call (.3); participate in legal issues call (.9).
9/18/03	.30	Laura Thomas	Telephone conference with G. Richards, R. Wynne, D. Capozzola, C. Frost and B. Wahlquist re setoffs.
9/18/03	2.50	Steven E Bledsoe	Review and analyze response to complaint filed by unsecured creditors of Dunigan Fuels.
9/18/03	8.80	Damian D Capozzola	Prepare for and participate in agenda call (1.2); analysis of Farris issues and communications with opposing counsel re same (.7); analyze Hawaiian software issues and communications with team members re same (.9); analyze Scozio's issues and communications with opposing counsel re same (.5); analyze B.H.B. issues and communications with opposing counsel re same (.5); analyze vendor deduction and offset issues and communications with G. Richards, M. Scott, and others re same (1.0); analyze military contracts, PVAs, and offset issues (2.0); analyze scheduling

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			and logistical issues, and revise calendars re same (2.0).
9/18/03	.30	Eva H Davis	Correspond with H. Rahjoo re CitiCapital objection.
9/18/03	3.70	Eric C Liebler	Review draft memorandumn offsets/recoupment (1.2); conference with C. Capozzola re staffing (.3); work on scheduling issues for TRO (.3); conference with D. Capozzola re same (.3); outline discovery issues (.4); review core/noncore cases and discuss same with L. Thomas (.8); work on service issues (.4).
9/18/03	1.30	Sydne J Michel	Review revised chart for legal issues telephone conference (.5); participate in legal issues telephone conference (.8).
9/18/03	.60	Sydne J Michel	Draft and respond to correspondence from B. Folse and M. Sharp re Fox Foods issues (.3); draft correspondence to D. Clark re same (.3).
9/18/03	2.00	Sydne J Michel	Review issues re use of mandatory arbitration clause in motion to compel proceedings.
9/18/03	.50	Sydne J Michel	Review and analyze Spencer, Newcastle and Blanchard stipulations.
9/18/03	1.70	Sydne J Michel	Review correspondence from R. Berger re Certain Retailers Integration Motion (.3); review correspondence from M. Benedict re same (.2); draft memorandum re same (1.2).
9/18/03	1.40	Sydne J Michel	Review correspondence from M. Sharp re lease issues in Fox Foods settlement agreement (.1); draft correspondence to B. Folse re same (.3); review memorandum from D. Clark re Fox Foods issues (.5); draft correspondence to B. Folse re Hays Food Town accounts receivable issues (.5).

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9/18/03	.10	Sydne J Michel	Review memorandum from L. Thomas and D. Capozzola re arbitration clause issues in Price Choppers.
9/19/03	6.50	David Hernandez	Sort, index, and organize new documents (1.3); duplicate proof of claim forms (.4); bates label new documents and prepare for scanning (.4); input documents into electronic database (4.4).
9/19/03	.30	Laura Thomas	Propose new discovery schedule to PC counsel in light of December 3 hearing date.
9/19/03	7.80	Laura Thomas	Finalize draft of complaint (5.5); research re core/non-core issues of A/R action (2.3).
9/19/03	.30	Laura Thomas	Telephone conference with M. Morris at Millbank re DSD appeal (.2); review notes re same (.1).
9/19/03	4.50	Damian D Capozzola	Analyze setoff and deduction issues, communications with M. Scott re same, and prepare for and participate in group telephone conference with R. Wynne and other team members re same (2.5); analyze Target issues and communications with E. Chay and D. Bickford re same (.4); analyze Reckitt issues and communications with R. Stovall re same (.4); analyze BHB issues and communications with B. Folse and V. Buchanan re same (.8); analyze scheduling issues and revise case calendars (.4).
9/19/03	2.00	Andrew J Groesch	Review DIP order and Trade Lien program (1.7); summarize relevant paragraphs and send to R. Wynne (.3).
9/19/03	1.50	Sydne J Michel	Review and analyze Surety Bond Program Summary for use in actions (.5); review related documents (1.0).

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9/19/03	1.50	Sydne J Michel	Review and analyze setoff memorandum from S. Cho (1.0); review and respond to correspondence from D. Capozzola re same (.3); review and analyze correspondence from G. Richards re same (.2).
9/20/03	2.40	Becca Wahlquist	Review caselaw on recoupment law in 3d Circuit cases.
9/20/03	2.00	Laura Thomas	Research core/non-core issues in Delaware for A/R.
9/20/03	.10	Sydne J Michel	Review and analyze correspondence from J. Ransom re potential actions.
9/21/03	9.10	Becca Wahlquist	Research bankruptcy law in the 3d Circuit and review Judge Walrath's cases dealing with offset/recoupment (4.6); review Fleming-specific facts re same (2.7); outline memorandum on offset and recoupment (1.8).
9/21/03	.50	Damian D Capozzola	Analyze DSD issues and communications re same (.3); analyze FSA issues and communications re same (.2).
9/22/03	5.20	Robert T Buday	Review documents re Miami Foodco and address issues re collateral assignment of Minkin lease and issues re maintaining insurance.
9/22/03	9.50	Becca Wahlquist	Draft and edit memorandum to team on collection issues (5.6); research re same (3.9).
9/22/03	.30	Shirley S Cho	Review draft settlement letter from Kellogg and email to client re same (.2); strategize issues re arbitration (.1).
9/22/03	.50	Evan R Gartenlaub	Revise and distribute Stop n Go Settlement to counsel.
9/22/03	.50	Laura Thomas	Conference with Marigold counsel re possible continuation (.1); conference with S. McFarland and E. Liebeler re

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			same (.1); conference with counsel for Larry Foods re possible extension of discovery and settlement, and possible disagreement over amount on note (.3).
9/22/03	.60	Laura Thomas	Review OK Retailers pending motions and extended discovery schedules for possible changes (.4); conference with OK Retailers re same (.2).
9/22/03	1.30	Laura Thomas	Review spreadsheets from D. Daniels re discussions with Marigold over account status (1.0); consider possible settlement figures and communicate same with I. Kharasch and W. Disse (.3).
9/22/03	.60	Laura Thomas	Conference with P&J Jumbo counsel re possible extension of discovery (.2); draft revised stipulation and sent to counsel (.4).
9/22/03	.20	Richard S Berger	Telephone conference with C. Hernandez re 105 action and timing of same.
9/22/03	3.30	Damian D Capozzola	Draft settlement agreement re American Greetings matter and review D. Alexander-Burklow spreadsheets re same (2.0); analyze BHB matters and communications with B. Folse and S. Kotarba re same (.4); analyze setoff issues and communications with B. Wahlquist and others re same (.9).
9/22/03	1.00	Andrew J Groesch	Coordinate research of additional service addresses for FSA reserve motion (.7) correspond with S. Outland re additional addresses and effectuate service on new addresses through BMC (.3).
9/22/03	1.10	Eric C Liebeler	Conference with R. Wynne, S. Cho and L. Thomas re arbitration issue (.3); review draft complaint (.8).
9/22/03	.90	Sydne J Michel	Review calendar of open lift stay motions (.2); review correspondence from A. Huerta re same (.1); review

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			yearly calendar (.1); review and respond to correspondence from D. Capozzola re open lift stay motions (.5).
9/22/03	.50	Sydne J Michel	Review revised omnibus chart for legal issues telephone conference.
9/22/03	.80	Sydne J Michel	Review and analyze memorandum from S. Cho re selection and use of expert witnesses in bankruptcy litigation.
9/23/03	2.00	Steven R Kotarba	Review docket and begin draft of counter-designation in Keil's appeal.
9/23/03	3.10	Christopher Frost	Review documents for production in the DSD class action litigation (2.4); communicate with the client(M. Scott) re same (.2); communicate with opposing counsel (M. Boley) re same (.3); and draft correspondence to opposing counsel (M. Boley) re same (.2).
9/23/03	.50	Becca Wahlquist	Review Suntrust file and conferene with Fleming employees re same.
9/23/03	.30	Shirley S Cho	Review and respond to letter of D. Poretti re pending litigation (.1); email correspondence with H. Rahjoo re suggestion of stay needed (.2).
9/23/03	.10	Shirley S Cho	Email to E. Liebeler and S. Bledsoe re Dunigan.
9/23/03	.60	Shirley S Cho	Review Standard Fruit motion to compel (.2); telephone conference with J. Lewis re same (.1); telephone conference with C. Birchette re document production (.2); voicemail to D. Werb re Standard Fruit motion to compel (.1).
9/23/03	1.80	James R Strohl	Research other bankruptcy dockets re professional fee applications and approved fees.
9/23/03	.70	Frank A Chavez	Monitor and distribute electronic case

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			database re filed pleadings.
9/23/03	.50	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, documents re pleadings filed by Puckett.
9/23/03	3.40	Laura Thomas	Revise PC complaint (3.2); communicate with E. Liebeler and D. Capozzola re same (.2).
9/23/03	.20	Laura Thomas	Telephone conference with B. Roof, I. Kharash, and W. Disse re recoupment.
9/23/03	1.40	Laura Thomas	Participate in legal issues call.
9/23/03	.70	Laura Thomas	Revise and update stipulation for P&J Jumbo (.5); communicate with K. Guerke and M. Benedict re same (.2).
9/23/03	6.70	Damian D Capozzola	Prepare for and participate in telephone conference with E. Liebeler, B. Wahlquist, and E. Yep re offset and vendor deduction issues (3.0); analyze Hawaiian software issues and communications re same (.5); analyze Reckitt issues and communications re same (.1); prepare for and participate in agenda call (1.1); analyze Suntrust issues and communications with B. Wahlquist re same (.1); analyze Hegenbarth and Scozio's issues and communications with SuperValue counsel re same (.8); analyze conflict issues (.8); analysis of Target suit (.3).
9/23/03	.70	Eva H Davis	Telephone conference with K. Richesson and B. Folse re White Fresh bankruptcy and settlement matters (.5); telephone conferences with E. Baring re same (.2).
9/23/03	5.50	Andrew J Groesch	Review docket to determine relevant documents to be included in additional designation of items for record on appeal in Keil's appeal of sale order (5.2); office conference re additional designation of items for record on

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			appeal with S. Kotarba (.3).
9/23/03	2.70	James B Ransom	Review and analyze excel spreadsheets re potential preference actions (1.5); review and analyze precedent re preference actions re increased collateral payments to secure surety bonds during pre-petition preference period (1.2).
9/23/03	.50	Sydne J Michel	Draft memorandum to D. Capozzola re open lift stay/compel motions.
9/23/03	2.20	Sydne J Michel	Plan and prepare for legal issues telephone conference (.8); participate in legal issues telephone conference (1.4).
9/23/03	.30	Sydne J Michel	Review revised memorandum of open lift stay motions.
9/23/03	2.70	Sydne J Michel	Review issues and documents re surety/bond preference actions, review related documents.
9/24/03	.10	Shirley S Cho	Email to D. Werb re Standard Fruit response.
9/24/03	1.00	Denise Wymore	Review email from M. Ghasemi re OCP list (.2); review OCP list (.3); email to L. Shosoda forwarding affidavit of disinterestedness (.5).
9/24/03	.30	Salvatore F Bianca	Telephone conference call with counsel to Moss re payments pursuant to stipulation (.2); correspondence with F. Kitelinger re same (.1).
9/24/03	1.80	James R Strohl	Research shadow docket re PACA, Reclamation and DSD issues (1.5); e-mail correspondence with K. Robling re same (.3).
9/24/03	4.00	Michael G Najjarpour	Research and email documents re transcripts, agenda's, PACA, and Reclamation to K. Robling.

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/24/03	1.00	Michael G Najjarpour	Email set of indexed documents to B. Campbell of Pachulski, Stang, Ziehl, Young, Jones & Weintaub for Keil designation of record on appeal.
9/24/03	1.00	Laura Thomas	Research choice of law issues for tort claims in PC complaint.
9/24/03	.20	Richard S Berger	Telephone call to M. Etkin re 105 action and motion for preliminary injunction.
9/24/03	5.30	Damian D Capozzola	Analyze Scozio's stipulation and communications with opposing counsel re same (1.2); review and revise Scozio's opposition brief (.9); analyze conflicts issues (.1); analyze Hawaiian software issues and communications with L. Hosoda re same (.1); communications with M. Scott re Ventura Foods; analyze Inversiones Ramiro issues and communications with opposing counsel re same (.4); attention to calendaring issues and revise case management calendars (.3); analyze BHB and Oklahoma retailer issues and communications re same (.6); research re Target filing issues (.8); analyze Hegenbarth issues and communications with counsel re same (.8).
9/24/03	6.40	Andrew J Groesch	Review and analyze designation of additional items for the record on appeal for Keil's notice of appeal including reviewing docket (2.0); revising designation (3.1); telephone conferences with local counsel re compilation of courtesy copies of items designated for record on appeal (.4); coordinate emailing pdfs of record on appeal to Pachulski (.3).
9/24/03	1.30	Sydne J Michel	Respond to correspondence from R. Berger re motion to assume and assign the GLN/Kimballs and Something More supply agreements (.3); review related documents (1.0).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/24/03	1.50	Sydne J Michel	Draft memorandum to K. Richeson and B. Folse re Fox Foods settlement agreement (1.0); draft memorandum to D. Clark re same (.5).
9/25/03	.80	Steven R Kotarba	Discussions with counsel to resolve issues and continue hearings re Georgia Pacific motion re reclamation claims (.4); discussions re PACA claimant motion for turnover (.4).
9/25/03	3.20	Steven R Kotarba	Finalize and file counter-designation of record re Keil's appeal (2.8); finalize stipulation to extend time to respond to Keil's motion to reconsider (.4).
9/25/03	2.40	Christopher Frost	Draft Gorman answer (2.0); communicate with client (M. Beckwith) re same (.4).
9/25/03	5.30	Becca Wahlquist	Review cases to elaborate on points in memorandum (2.1); conference with D. Capozzola and E. Liebler re same (.4); edit memorandum (1.4); review law on necessity of Court approval for settlements (1.4).
9/25/03	.20	Richard L Wynne	Telephone conference with S. Cho re Puckett and voice and e-mails re same.
9/25/03	1.10	Evan R Gartenlaub	Participate in telephone conference with Stop N Go counsel re settlement (.2); revise Settlement Agreement and motion (.9).
9/25/03	.40	Laura Thomas	Review research notes from F. Lebron re core/non-core issues.
9/25/03	.80	Laura Thomas	Participate in legal issues telephone call.
9/25/03	.40	Richard S Berger	Telephone conference with T. Stenger re 105 action status and strategy (.2); communications to and from R. Wynne re 105 action and call to M. Etkin (.2).

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9/25/03	9.00	Damian D Capozzola	Analyze Scozio's issues and conferences with counsel re same (1.3); analyze Hegenbarth issues and conferences with counsel re same (1.2); conferences with M. Scott re offset issues (.2); analyze and revise Target complaint, and conferences with E. Chay re same (.8); draft letter to L. Bistany re insurance issues (.4); revise American Greetings settlement agreement (.2); prepare for and participate in agenda call (1.2); prepare for and participate in meeting with E. Liebeler and B. Wahlquist re offset and deduction issues (1.3); analyze offset and deduction issues (1.5); analyze American Farm Produce issues and conferences with B. Cooper re same (.5); analyze conflicts issues (.2); analyze Suntrust billing issues (.2).
9/25/03	.70	Eric C Liebeler	Conference with D. Capozzola re conflict issues.
9/25/03	2.20	Eric C Liebeler	Conference with D. Capozzola, B. Wahlquist, C. Frost re recoupment/offset and analytical analysis for cases.
9/25/03	2.80	Geoffrey A Richards	Review objections to FSA Motion.
9/25/03	.10	Sydne J Michel	Review correspondence from J. Ransom re surety bonds.
9/25/03	1.50	Sydne J Michel	Plan and prepare for legal issues telephone conference (.5); participate in legal issues telephone conference (1.0).
9/25/03	1.40	Sydne J Michel	Review correspondence from J. Ransom re surety bonds (.3); review issues re same for preference actions (.3); review related spreadsheets (.8).
9/25/03	.70	Sydne J Michel	Review and respond to correspondence from R. Berger re Certain Retailers Omnibus motions and integration issues

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			(.5); draft memorandum re scheduling issues re same (.2).
9/26/03	3.20	Christopher Frost	Review and analyze financial summary/accounting in the Gorman litigation (1.1); draft and revise answer to the Gorman complaint (1.9); communicate with M. Beckwith re same (.2).
9/26/03	2.40	Becca Wahlquist	Edit offset and recoupment memorandum (1.6); conduct further research (.4); review Court Orders issued in Fleming (.4).
9/26/03	.40	Shirley S Cho	Review and forward PACA complaint (.1); email correspondence with E. Liebeler re settlements and research files re same (.3).
9/26/03	.10	Shirley S Cho	Email to D. Werb re Standard Fruit motion.
9/26/03	.30	Richard L Wynne	Telephone conference with M. Elkins re 105 injunction (.2); telephone conference with R. Berger and C. Hernandez re 105 injunction, settlement and mediation (.1).
9/26/03	.20	Denise Wymore	Review email from A. Groesch re motions.
9/26/03	8.30	James R Strohl	Create and revise multiple exhibits to K&E's reply in opposition to UST's objection to fee applications.
9/26/03	.30	Frank A Chavez	Locate, retrieve and distribute documents re joinder of certain retailers to motion for order establishing amount of adequate protection reserve pursuant to the sale order.
9/26/03	.40	Frank A Chavez	Locate, retrieve and distribute, for attorney review and use, documents re objection of Madison Foods, Inc. to order establishing amount of adequate

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			protection reserve pursuant to the sale order.
9/26/03	.20	Laura Thomas	Conference with BHB counsel re discovery and with Fleming litigation team re same.
9/26/03	.60	Laura Thomas	Conference with W. White re forgiveness note for Larry's (.2); conference with counsel re stipulation (.2); finalize stipulation and forward to Pachulski for signatures (.2).
9/26/03	.20	Richard S Berger	Review communications from C. Hernandez re 105 actions and telephone conference with R. Wynne and M. Etkin (message) re same.
9/26/03	6.40	Damian D Capozzola	Communications re staffing issues (.1); analyze Scozio's issues and communications with opposing counsel (.4); analyze offset and deduction issues, and research re same (3.3); analyze Suntrust issues (.1); analyze BHB and Oklahoma retailer issues (.2); analyze scheduling and case management issues, and revise case management calendars (.4); analyze Target issues (.2); analyze Ventura Foods issues (.6); analyze Hegenbarth issues and communications with Sidley re same (.6); analyze Hawaiian software issues (.5).
9/26/03	.40	Eva H Davis	Telephone conferences with B. Folse and M. Benedict re white fresh settlement.
9/26/03	2.50	Eric C Liebeler	Review and analyze complaint (1.1); conference with G. Richards, R. Wynne, J. Cusick, D. Erie, D. McClemore re same (.9); ensure compliance of same (.5).
9/26/03	2.30	Eric C Liebeler	Obtain and review Flemming motion to permit compromise claim (.6); conference with B. Wahlquist and D. Capozzola re same (.3); obtain and review motion to permit Fleming to

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			compromise claims in the ordinary course (1.4).
9/26/03	1.50	James B Ransom	Draft complaint for avoidance of preferential collateral payment re surety bonds.
9/26/03	1.70	Geoffrey A Richards	Telephone conference with B. Roof re arbitration proceedings strategy (1.5); review correspondence re same (.2).
9/26/03	1.00	Geoffrey A Richards	Review complaint filed alleging fraud for passing check which was returned for insufficient funds (.8); office conferences with E. Liebler re same (.2).
9/27/03	2.00	Laura Thomas	Conference with D. Capozzola re notice to C&S and AWG for OK retailers (.3); review APA and amendment for notice provisions (.7); draft notice letter and send to litigation team for review (1.0).
9/27/03	.80	Laura Thomas	Review case law re arbitration clauses in 3rd Circuit (.6); communicate research on same to G. Richards, R. Wynne and E. Liebler (.2).
9/27/03	2.20	Laura Thomas	Amend counts to conform with state law (.9); review choice of law provisions re same (.9); communicate with L. Jones, E. Liebler and D. Capozzola re issues with the Complaint (.4).
9/27/03	6.60	Damian D Capozzola	Research re offset and deduction issues (1.6); review and revise memorandum re same (2.1); communications with M. Scott re same (.3); research re adversary proceedings and analyze Target complaint (1.2); analyze vendor deduction, military contracts, and PVA issues (1.3); analyze Hawaiian software issues (.1).
9/28/03	2.00	Damian D Capozzola	Review and analyze Target complaint and exhibits.

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9/28/03	.50	Andrew J Groesch	Confirm status motion for leave to file reply and other factual data points with I. Kharasch.
9/28/03	1.00 0.00	Andrew J Groesch	Research re status of Wayne Berry's proof of claim and treatment of his lawsuit of Fleming's SOFA and Schedules (.9); communicate same to D. Capozzola (.1).
9/29/03	.70	Edgar I Yep	Search for documents for D. Capozzola (.3); search for document for L. Thomas (.2); prepare and send Pro Hac Vice application of J. Ransom to S. McFarland for court filing (.2).
9/29/03	12.80	Steven R Kotarba	Review and input comments to draft (3.4); additional research and revise draft (3.3); input additional comments and circulate revise draft (4.1); prepare exhibits (2.0).
9/29/03	2.50	Christopher Frost	Draft and revise answer in the Gorman litigation.
9/29/03	1.40	Becca Wahlquist	Incorporate team edits into memorandum and research additional issues at request of Fleming team.
9/29/03	.60	Shirley S Cho	Strategize re arbitration issues (.3); telephone conference with S. Bledsoe re Dunigan adversary (.3).
9/29/03	.40	Shirley S Cho	Telephone conference with D. Werb re Standard Fruit settlement (.3); email to K. Richesson and R. Roof re same (.1).
9/29/03	2.20	Richard L Wynne	Telephone conference with G. Richards re arbitration issues (.2); telephone conference with arbitration group (.4); telephone conference with R. Roof re arbitration issues (.2); telephone conference with L. Price, R. Roof, L. Jones and others re arbitration issues (1.4).

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
9/29/03	.80	Denise Wymore	Retrieve case law from Westlaw for S. Cho.
9/29/03	1.00	Denise Wymore	Review email from S. Cho re Dunigan documents (.2); retrieve documents and forward to S. Bledsoe (.8).
9/29/03	1.10	James R Strohl	Review objections re trade credit agreement (.9); e-mail correspondence with K. Robling re same (.2).
9/29/03	.80	Frank A Chavez	Monitor and distribute electronic case database re filed pleadings.
9/29/03	6.50	Laura Thomas	Review joinder for additional notice information for letter re lift stay litigation (.5); telephone conference with client, counsel from McAfee & Taft, G. Richards, R. Wynne, E. Liebeler and D. Capozzola to discuss arbitration (1.5); send notice letter (.4); follow up telephone conferences and send follow up emails re same (.2); communicate with E. Liebeler and D. Capozzola re arbitration and Price Choppers (.2); research impact of similar cases on arbitration decisions (.5); telephone conference with G. Richards, R. Wynne, E. Liebeler, D. Capozzola and S. Cho re arbitration (.5); research arbitration decisions by J. Walrath (1.0); review cases and summarize for arbitration call (1.7).
9/29/03	4.50	Steven E Bledsoe	Analyze issues re responding to summons and complaint filed by creditors of Dunigan Fuels.
9/29/03	11.30	Damian D Capozzola	Analyze Fleming agenda (.5); analyze Gorman complaint (1.0); analyze Ventura Foods issues (1.0); analyze Target procedural issues (.5); prepare for and participate in agenda call (1.0); analyze conflict issues (1.0); analyze arbitration issues and participate in conference call re same (1.0); review

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			and analysis of Target documents (5.2); conference with L. Smith re Berry issues (.1).
9/29/03	3.10	Eric C Liebler	Participate in conference call re arbitration issues (.5); participate in conference call re arbitration/litigation strategies (.9); review and analyze complaint (1.4); discuss with R. Wynne and D. Erie re same (.3).
9/29/03	1.40	Geoffrey A Richards	Telephone conference with D. Capozzola and client and R. Wynne re arbitration strategy.
9/29/03	1.50	Sydne J Michel	Plan and prepare for legal issues telephone conference (.5); participate in legal issues telephone conference (1.0).
9/29/03	6.60	Sydne J Michel	Draft memorandum to D. Clark, M. Taylor re Fox Foods Agreement (1.2); review memorandum from K. Richesson re same (.2); review Fox Agreement re same (1.3); review memorandum from B. Folse re lease issues in settlement agreements (.2); review lease documents in related agreements (1.7); draft memorandum to D. Clark and M. Taylor re lease issues and settlement agreements (1.0); draft correspondence to K. Richesson re Fox Food Agreement (1.0).
9/30/03	1.30	Edgar I Yep	Compile and prepare documents for D. Capozzola for upcoming telephone conference.
9/30/03	.20	Steven R Kotarba	Respond to email re creditor request to setoff reclamation claims.
9/30/03	2.10	Christopher Frost	Prepare Gorman answer for filing (1.8); communicate with S. McFarland and M. Scott re same (.3)
9/30/03	3.80	Becca Wahlquist	Conference with Fleming team members re Preference Claims (1.0); conduct

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<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			additional researchfor memorandum re offsetting Preference Claims (1.7); edit memorandum re same (1.1).
9/30/03	.30	Shirley S Cho	Review and analyze email from J. Schmidt re pending appeal (.2); review and return voicemail of L. Thomas re jurisdiction in bankruptcy court (.1).
9/30/03	.50	Richard L Wynne	Telephone conference with J. Stang re Miami Foodco rejection issue (.2); telephone conference with T. McCauley re Miami Foodco issues (.1); telephone conference with J. Stang re Miami Foodco (.2).
9/30/03	4.00	James R Strohl	Research Westlaw re precedent case law for pension issues (3.6); prepare for and attend office conference with A. Groesch re same (.4).
9/30/03	.70	James R Strohl	Review docket re filing of appearance by adverse counsel (.6); e-mail correspondence with J. Miller re same (.1).
9/30/03	.70	James R Strohl	Review transcript for 8/4 hearing re Ellis adversary proceeding (.3); review Ellis adversary hearing re injunction and complaint filed (.2); e-mail correspondence with D. Diamond re Ellis adversary proceeding (.2).
9/30/03	.30	Laura Thomas	Email copies of the notice letter to other C&S/AWG attorneys (.1); communicate with C&S attorneys and D. Capozzola re same (.2).
9/30/03	4.30	Steven E Bledsoe	Review and analyze issues re responding to summons and complaint filed by creditors of Dunigan Fuels.
9/30/03	11.20	Damian D Capozzola	Analyze vendor collection issues and communications with M. Scott re same (.8); communications re BHB issues (.1); analyze military contracts (Reckitt, McCormick) (.4); analyze

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			ADECCO issues (.3); analyze Mark-It retail and communications with S. Cho re same (.3); prepare for and participate in telephone conference with B. Folse, D. Bickford, E. Chay, and J. Tisch re Target complaint (1.2); review and analyze Target documents (2.8); review and revise Target complaint (4.2); draft budget for Target litigation (1.1).
9/30/03	.80	Eva H Davis	Telephone conferences with I. Thomas re APA requirements and settlement discussions and litigation (.3); telephone conferences with B. Folse re White Fresh issues (.3) and with R. Tilley re same (.2).
9/30/03	.20	Andrew J Groesch	Telephone conferences with J. Strohl re pulling preliminary injunction papers and transcript.
9/30/03	1.20	Sydne J Michel	Review and respond to correspondence from J. Grey re K3RD/5 Rivers settlement agreements (.2); review and analyze agreements and related documents (1.0).
	830.70		TOTAL HOURS

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Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/30/03	Telephone call to: LOSANGELES,CA 213-248-1212	.79
6/30/03	Telephone call to: REDONDO,CA 310-318-0633	.72
6/30/03	Telephone call to: LOSANGELES,CA 213-248-1212	.72
6/30/03	Telephone call to: LEWISVILLE,TX 972-906-2180	.93
6/30/03	Telephone call to: SAN FRAN,CA 415-217-5106	.78
6/30/03	Telephone call to: BEVERLYHLS,CA 310-729-3054	.72
7/01/03	Telephone call to: SAN FRAN,CA 415-217-5106	1.01
7/01/03	Telephone call to: LEWISVILLE,TX 972-906-1120	1.25
7/02/03	Telephone call to: GOODLETSVL,TN 615-859-8248	.91
7/03/03	Telephone call to: LEWISVILLE,TX 972-906-1120	.76
7/03/03	Telephone call to: OKLA CITY,OK 405-951-7869	.76
7/03/03	Telephone call to: NAVARRE,OH 330-879-3393	.77
7/06/03	Telephone call to: LOSANGELES,CA 213-379-0187	.76
7/07/03	Telephone call to: SAN FRAN,CA 415-217-5106	1.86
7/07/03	Telephone call to: WILMINGTON,DE 302-778-6401	3.26
7/07/03	Telephone call to: LEWISVILLE,TX 972-906-2180	1.25
7/07/03	Telephone call to: LEWISVILLE,TX 972-906-1120	2.54
7/07/03	Telephone call to: OKLA CITY,OK 405-951-7869	2.24
7/07/03	Telephone call to: HONOLULU,HI 808-539-8700	1.07
7/08/03	Telephone call to: LEWISVILLE,TX 972-906-2180	1.23
7/08/03	Telephone call to: NEW YORK,NY 646-320-3310	.76
7/08/03	Telephone call to: NEW YORK,NY	.76

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
	646-320-3310	
7/08/03	Telephone call to: NEW YORK,NY	3.20
	646-320-3310	
7/10/03	Telephone call to: WILMINGTON,DE	.76
	302-654-1888	
7/15/03	Telephone call to: GRANDPRARI,TX	.76
	214-704-9254	
7/16/03	Telephone call to: WASHINGTON,DC	3.56
	202-861-3840	
7/16/03	Telephone call to: GRANDPRARI,TX	.78
	214-704-9254	
7/16/03	Telephone call to: CLEVELAND,OH	.82
	216-861-4700	
7/16/03	Telephone call to: WILMINGTON,DE	1.27
	302-778-6405	
7/16/03	Telephone call to: OKLA CITY,OK	1.20
	405-951-7869	
7/18/03	Telephone call to: WILMINGTON,DE	.76
	302-778-6405	
7/19/03	Telephone call to: GRANDPRARI,TX	2.36
	214-704-9254	
7/22/03	Telephone call to: BEVERLYHLS,CA	1.25
	310-729-3054	
7/27/03	West Publishing-TP,Database Usage 7.03	27.81
7/30/03	Telephone call to: WASHINGTON,DC	.78
	202-861-3840	
7/30/03	Telephone call to: GRANDPRARI,TX	.76
	214-704-9254	
7/31/03	Telephone call to: EASTERN,TN	1.25
	423-434-4700	
8/01/03	West Publishing-TP,Database Usage 8.03	19.47
8/01/03	West Publishing-TP,Database Usage 8.03	64.17
8/01/03	West Publishing-TP,Database Usage 8.03	123.07
8/01/03	West Publishing-TP,Database Usage 8.03	30.21
8/02/03	Telephone call to: TRABUCO,CA	1.02
	949-888-4721	
8/03/03	West Publishing-TP,Database Usage 8.03	695.05
8/04/03	West Publishing-TP,Database Usage 8.03	14.46
8/04/03	West Publishing-TP,Database Usage 8.03	53.08
8/04/03	West Publishing-TP,Database Usage 8.03	450.94
8/05/03	West Publishing-TP,Database Usage 8.03	331.80
8/06/03	Postage	.37
8/06/03	West Publishing-TP,Database Usage 8.03	7.51
8/06/03	West Publishing-TP,Database Usage 8.03	30.86
8/06/03	West Publishing-TP,Database Usage 8.03	237.45
8/07/03	West Publishing-TP,Database Usage 8.03	111.16

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
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<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/07/03	West Publishing-TP,Database Usage 8.03	99.64
8/07/03	West Publishing-TP,Database Usage 8.03	131.73
8/07/03	West Publishing-TP,Database Usage 8.03	358.06
8/08/03	West Publishing-TP,Database Usage 8.03	4.90
8/08/03	West Publishing-TP,Database Usage 8.03	12.73
8/08/03	West Publishing-TP,Database Usage 8.03	183.22
8/09/03	West Publishing-TP,Database Usage 8.03	48.39
8/10/03	West Publishing-TP,Database Usage 8.03	.81
8/11/03	West Publishing-TP,Database Usage 8.03	6.87
8/11/03	West Publishing-TP,Database Usage 8.03	14.66
8/11/03	West Publishing-TP,Database Usage 8.03	22.98
8/11/03	West Publishing-TP,Database Usage 8.03	272.61
8/12/03	Telephone call to: LEWISVILLE,TX 972-906-8121	.76
8/12/03	Telephone call to: LEWISVILLE,TX 972-906-8121	.76
8/12/03	Telephone call to: BIRMINGHAM,AL 205-254-1484	.76
8/12/03	Telephone call to: LEWISVILLE,TX 972-906-8121	.76
8/12/03	Telephone call to: SSNFRNCSCO,CA 650-589-9445	.96
8/12/03	Telephone call to: NO CANTON,OH 330-497-0700	4.98
8/12/03	Telephone call to: BIRMINGHAM,AL 205-254-1484	.77
8/12/03	Telephone call to: WASHINGTON,DC 202-861-3840	1.00
8/12/03	GLOBAL LEGAL COPY, LLC. - Outside Copy/Binding Services, PO-A1924, R Honigberg, 8/12/03	80.00
8/12/03	West Publishing-TP,Database Usage 8.03	2.41
8/12/03	West Publishing-TP,Database Usage 8.03	84.43
8/12/03	West Publishing-TP,Database Usage 8.03	14.41
8/12/03	West Publishing-TP,Database Usage 8.03	28.81
8/12/03	West Publishing-TP,Database Usage 8.03	42.20
8/13/03	MIDNITE EXPRESS INTL. COURIER - Overnight Delivery - 07/21/03 Damian Capozzola Hotel Dupont Wilmington, De	200.12
8/13/03	West Publishing-TP,Database Usage 8.03	54.67
8/13/03	West Publishing-TP,Database Usage 8.03	6.37
8/13/03	West Publishing-TP,Database Usage 8.03	.63
8/14/03	Telephone call to: NEWARK,NJ 973-639-6939	.76
8/14/03	Telephone call to: 229-896-3102	.75
8/14/03	West Publishing-TP,Database Usage 8.03	.63

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 Legal Services for the Period Ending September 30, 2003
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<u>Date</u>	<u>Description</u>	<u>Amount</u>
8/15/03	West Publishing-TP,Database Usage 8.03	.63
8/15/03	West Publishing-TP,Database Usage 8.03	62.17
8/16/03	West Publishing-TP,Database Usage 8.03	.63
8/16/03	West Publishing-TP,Database Usage 8.03	52.72
8/17/03	West Publishing-TP,Database Usage 8.03	.63
8/18/03	Telephone call to: WILMINGTON,DE 302-888-7607	1.25
8/18/03	Telephone call to: STATE OF,DE 302-252-4465	1.25
8/18/03	Telephone call to: OMAHA,NE 402-346-6000	1.25
8/18/03	Telephone call to: OKLA CITY,OK 405-235-4100	1.49
8/18/03	West Publishing-TP,Database Usage 8.03	.63
8/19/03	Postage	.37
8/19/03	West Publishing-TP,Database Usage 8.03	66.78
8/19/03	West Publishing-TP,Database Usage 8.03	.63
8/20/03	West Publishing-TP,Database Usage 8.03	.63
8/21/03	Telephone call to: YUKON,OK 405-354-5276	1.74
8/21/03	Telephone call to: BRITTON,OK 405-841-8057	.50
8/21/03	Telephone call to: DALLAS NE,TX 972-906-8125	.50
8/21/03	Telephone call to: WILMINGTON,DE 302-888-7607	.50
8/21/03	Telephone call to: BRATTLEBO,VT 802-257-6025	.50
8/21/03	Telephone call to: MUSTANG,OK 405-376-2212	1.00
8/21/03	Telephone call to: KANSAS CTY,KS 913-288-1458	.50
8/21/03	West Publishing-TP,Database Usage 8.03	.63
8/22/03	West Publishing-TP,Database Usage 8.03	.63
8/22/03	West Publishing-TP,Database Usage 8.03	19.94
8/22/03	West Publishing-TP,Database Usage 8.03	41.12
8/23/03	West Publishing-TP,Database Usage 8.03	.63
8/24/03	West Publishing-TP,Database Usage 8.03	.63
8/24/03	West Publishing-TP,Database Usage 8.03	73.89
8/25/03	West Publishing-TP,Database Usage 8.03	.63
8/26/03	West Publishing-TP,Database Usage 8.03	.63
8/26/03	West Publishing-TP,Database Usage 8.03	81.98
8/26/03	West Publishing-TP,Database Usage 8.03	69.95
8/27/03	Telephone call to: NYC BRONX,NY 212-728-8822	.62
8/27/03	Telephone call to: DALLAS NE,TX	.75

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
	972-906-8125	
8/27/03	Telephone call to: WILMINGTON,DE 302-888-6853	1.25
8/27/03	Telephone call to: DETROIT,MI 313-393-7331	.50
8/27/03	Telephone call to: DETROIT,MI 313-393-7331	.50
8/27/03	West Publishing-TP,Database Usage 8.03	.63
8/28/03	West Publishing-TP,Database Usage 8.03	.63
8/29/03	Telephone call to: DALLAS NE,TX 972-906-1174	.50
8/29/03	Telephone call to: NEWYORKCTY,NY 212-530-5189	.50
8/29/03	Telephone call to: WILMINGTON,DE 302-888-6811	.50
8/29/03	West Publishing-TP,Database Usage 8.03	.63
8/29/03	West Publishing-TP,Database Usage 8.03	31.56
8/29/03	West Publishing-TP,Database Usage 8.03	53.66
8/30/03	UPS Dlrvy to:G. Craig Birchette,Lewisville,TX from:Steven R Kotarba	29.24
8/30/03	West Publishing-TP,Database Usage 8.03	.63
8/31/03	ADMINISTRATIVE SERVICES COOPERATIVE, INC - Local Transportation - 08/14/03 - From: 777 S. Figueroa / To: 1136 E. 3rd Street, Long Beach	63.40
8/31/03	IKON OFFICE SOLUTIONS - Outside Copy/Binding Services, PO-A2052, R Honigberg, 8/09/03	60.00
8/31/03	West Publishing-TP,Database Usage 8.03	.63
9/02/03	Telephone call to: STATE OF,DE 302-425-3307	.50
9/02/03	Telephone call to: WILMINGTON,DE 302-984-6000	.50
9/02/03	Telephone call to: STATE OF,DE 302-547-3132	.75
9/02/03	Telephone call to: GRD PR,TX 214-704-9254	1.74
9/02/03	Telephone call to: GRD PR,TX 214-704-9254	.50
9/02/03	Telephone call to: OAHU,HI 808-682-3392	1.49
9/02/03	Telephone call to: STATE OF,DE 302-778-6411	1.00
9/02/03	Telephone call to: STATE OF,DE 302-778-6401	.50

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/02/03	Telephone call to: WILMINGTON,DE 302-888-6800	.50
9/02/03	Scanned Images	1.65
9/02/03	Scanned Images	1.50
9/02/03	Scanned Images	.15
9/02/03	Fed Exp to:JAMES GRIFFIN,KANSAS CITY,MO from:ANTOINETTE H	9.11
9/02/03	Fed Exp to:MARK BENEDICT,KANSAS CITY,MO from:ANTOINETTE HUERT	9.11
9/02/03	Fed Exp to:JOSEPH MCMAHAN,WILMINGTON,DE from:ANTOINETTE HUERTA	9.87
9/02/03	Fed Exp to:SCOTT COUSINS,WILMINGTON,DE from:ANTOINETTE HUERT	9.87
9/02/03	Fed Exp to:DAVID FOURNIER,WILMINGTON,DE from:ANTOINETTE HUERTA	9.87
9/02/03	Fed Exp to:PAUL ARONZON,LOS ANGELES,CA from:ANTOINETTE HUERTA	6.57
9/02/03	Fed Exp to:ANDREW DENATALE,NEW YORK CITY,NY from:ANTOINETTE HUERTA	9.87
9/02/03	Fed Exp to:ROBERT HERTZBERG,DETROIT,MI from:ANTOINETTE HUERTA	9.87
9/02/03	Fed Exp to:RICHARD CHESLEY,CHICAGO,IL from:ANTOINETTE HUERTA	9.57
9/02/03	Fed Exp to:DANIEL DE FRANCESCHI,WILMINGTON,DE from:ANTOINETTE HUERTA	9.87
9/03/03	Telephone call to: NORTH WEST,NJ 973-597-2312	1.25
9/03/03	Telephone call to: DALLAS NE,TX 972-906-1120	.50
9/03/03	Telephone call to: NORTH WEST,NJ 973-639-6939	.75
9/03/03	Telephone call to: STATE OF,HI 808-256-5045	.50
9/03/03	Telephone call to: WINDOM,TX 903-623-4108	.50
9/03/03	Telephone call to: OAHU,HI 808-682-3392	.75
9/03/03	Telephone call to: WILMINGTON,DE 302-652-4100	1.25
9/03/03	Telephone call to: OK CITY,OK 405-419-3374	3.74
9/03/03	Telephone call to: NEWYORKCTY,NY 212-530-5189	.50
9/04/03	Telephone call to: INDEPENDNC,VA 703-773-4003	.50

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/04/03	Telephone call to: 229-896-7531	.75
9/04/03	Standard Copies	1.20
9/04/03	Scanned Images	.45
9/04/03	Scanned Images	1.35
9/05/03	Fax page charge to 319-668-1706	1.50
9/05/03	Standard Copies	.20
9/08/03	Standard Copies	.30
9/08/03	Standard Copies	1.90
9/08/03	Standard Copies	.50
9/08/03	Standard Copies	1.10
9/08/03	Scanned Images	.45
9/08/03	Scanned Images	2.85
9/08/03	Scanned Images	4.65
9/09/03	Fax page charge to 302-652-4400	.75
9/09/03	Fax page charge to 808-539-8799	.75
9/09/03	Fax page charge to 808-528-4997	.75
9/09/03	Fax page charge to 216-861-4703	1.50
9/09/03	Fax page charge to 808-528-4997	.75
9/09/03	Standard Copies	5.10
9/09/03	Standard Copies	.40
9/09/03	Standard Copies	.30
9/09/03	Standard Copies	.50
9/09/03	Standard Copies	14.90
9/09/03	Standard Copies	11.80
9/09/03	Standard Copies	7.10
9/09/03	Standard Copies	12.20
9/09/03	Standard Copies	.30
9/09/03	Standard Copies	189.30
9/09/03	Standard Copies	19.40
9/09/03	Standard Copies	19.40
9/09/03	Standard Copies	12.20
9/09/03	Standard Copies	12.20
9/09/03	Standard Copies	25.10
9/09/03	Standard Copies	25.10
9/09/03	Standard Copies	16.50
9/09/03	Standard Copies	16.50
9/10/03	Standard Copies	75.30
9/11/03	Telephone call to: WILMINGTON, DE 302-652-4100	.50
9/11/03	Fax page charge to 412-667-6050	.75
9/11/03	Fax page charge to 312-853-7036	.75
9/11/03	Standard Copies	.40
9/11/03	Standard Copies	.30
9/11/03	Standard Copies	1.60
9/11/03	Standard Copies	4.00
9/11/03	Standard Copies	8.00

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/11/03	Standard Copies	.10
9/11/03	Standard Copies	.20
9/11/03	Standard Copies	.10
9/11/03	Standard Copies	.50
9/11/03	Standard Copies	3.50
9/11/03	Standard Copies	29.70
9/11/03	Tabs/Indexes/Dividers	4.00
9/11/03	Fed Exp to:JIM GRIFFIN,KANSAS CITY,MO from:ANTOINETTE HUERTA	28.21
9/11/03	Calendar/Court Services - Current docket for USBC-DE Adv. Proc. #03-53069. (L. Thomas)	10.00
9/12/03	Telephone call to: STATE OF,DE 302-778-6405	.62
9/12/03	Telephone call to: GRD PR,TX 214-647-7500	.50
9/12/03	Telephone call to: OKLA CITY,OK 405-552-2275	2.74
9/12/03	Telephone call to: STATE OF,DE 302-778-6406	.50
9/12/03	Scanned Images	2.40
9/12/03	Scanned Images	.30
9/12/03	Fed Exp to:JIM GRIFFIN,KANSAS CITY,MO from:ANTOINETTE HUERTA	15.44
9/12/03	STEVE GOODENOW, CLI, CFE - Professional Fees - Service rendered 8/7/03-09/12/03 in connection with locating services re litigation	1,000.00
9/14/03	GENESYS CONFERENCING, INC. - Telephone, Conference call, S Kotarba, 9/12/03	5.97
9/15/03	Telephone call to: OKLA CITY,OK 405-235-4100	1.25
9/15/03	Telephone call to: MADISON,WI 608-257-5035	1.25
9/15/03	Telephone call to: STATE OF,DE 302-467-4400	.50
9/15/03	Telephone call to: MADISON,WI 608-257-5035	.75
9/15/03	Telephone call to: DALLAS NE,TX 972-906-7175	1.00
9/15/03	Telephone call to: MADISON,WI 608-257-5035	1.25
9/15/03	Telephone call to: BESSEMER,PA 412-667-7905	.50
9/15/03	Telephone call to: BESSEMER,PA 412-667-6000	1.00

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/15/03	Telephone call to: OK CITY,OK 405-951-7869	.75
9/15/03	Scanned Images	.45
9/15/03	Fed Exp to:KENNETH H. BROWN,SAN FRANCISCO,CA from:DAMIAN CAPOZZOLA	8.73
9/15/03	Overtime Meals Amy D Palafox	9.00
9/16/03	Telephone call to: DALLAS NE,TX 972-906-7106	.75
9/16/03	Telephone call to: NORTH WEST,NJ 973-597-2312	1.00
9/16/03	Fax page charge to 405-682-9835	21.00
9/16/03	Fax page charge to 972-906-1208	22.50
9/16/03	Fax page charge to 212-530-5218	.75
9/16/03	Fax page charge to 302-652-4400	.75
9/16/03	Fax page charge to 212-530-5218	.75
9/16/03	Standard Copies	.10
9/16/03	Standard Copies	.60
9/16/03	Standard Copies	1.80
9/16/03	Standard Copies	19.40
9/16/03	Standard Copies	11.70
9/16/03	Standard Copies	11.90
9/16/03	Standard Copies	12.20
9/16/03	Standard Copies	25.10
9/16/03	Standard Copies	25.10
9/16/03	Standard Copies	25.10
9/16/03	Standard Copies	9.90
9/16/03	Standard Copies	14.10
9/16/03	Standard Copies	25.10
9/16/03	Standard Copies	.10
9/16/03	Standard Copies	.10
9/16/03	LEXISNEXIS - Computer Database Research - LexisNexis Usage for August, 2003	10.49
9/17/03	Telephone call to: WILMINGTON,DE 302-652-2900	.50
9/17/03	Telephone call to: NORTH WEST,NJ 973-597-2312	.50
9/17/03	Telephone call to: WILMINGTON,DE 302-652-4100	1.00
9/17/03	Fax page charge to 405-682-9835	.75
9/17/03	Fax page charge to 972-906-2322	.75
9/17/03	Fax page charge to 808-528-4997	.75
9/17/03	Fax page charge to 808-528-4997	.75
9/17/03	Standard Copies	1.30
9/17/03	Standard Copies	.40
9/17/03	Standard Copies	180.40
9/17/03	Tabs/Indexes/Dividers	2.60

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/17/03	Scanned Images	.15
9/17/03	Scanned Images	.15
9/17/03	Scanned Images	.15
9/17/03	Postage	.37
9/18/03	Telephone call to: AUGUSTA,ME 207-623-9193	.50
9/18/03	Telephone call to: BRITTON,OK 405-841-8057	1.00
9/18/03	Telephone call to: OKLA CITY,OK 405-552-2253	.50
9/18/03	Telephone call to: CLEVELAND,OH 216-861-4700	1.49
9/18/03	Fax page charge to 216-861-4703	.75
9/18/03	Fax page charge to 972-906-2322	.75
9/18/03	Fax page charge to 215-864-7123	.75
9/18/03	Fax page charge to 808-539-8799	.75
9/18/03	Standard Copies	.80
9/18/03	Standard Copies	6.20
9/18/03	Standard Copies	10.40
9/18/03	Standard Copies	208.10
9/18/03	Standard Copies	9.00
9/18/03	Standard Copies	1.00
9/18/03	Standard Copies	.20
9/18/03	Standard Copies	.30
9/18/03	Standard Copies	.60
9/18/03	Standard Copies	33.30
9/18/03	Scanned Images	1.50
9/18/03	Scanned Images	.30
9/18/03	Scanned Images	.15
9/18/03	Scanned Images	.30
9/18/03	Scanned Images	1.50
9/18/03	Fed Exp to:RICHARD CHESLEY,CHICAGO,IL from:ANTOINETTE HUESTER	9.57
9/18/03	Fed Exp to:DANIEL DE FRANCESCHI,WILMINGTON,DE from:ANTIONETTE HUERTA	9.87
9/18/03	Fed Exp to:JOSEPH MCMAHAU,WILMINGTON,DE from:ANTOINETTE HUERTA	9.87
9/18/03	Fed Exp to:SCOTT CONSINS,WILMINGTON,DE from:ANTOINETTE HUERTA	9.87
9/18/03	Fed Exp to:ANDREW DE NATALI,NEW YORK CITY,NY from:ANTOINE HE HUERTA	9.87
9/18/03	Fed Exp to:ROBERT HERTZBERG,DETROIT,MI from:ANTOINETTE HUERTA	9.87
9/18/03	Fed Exp to:DAVID FOURNIER,WILMINGTON,DE from:ANTOINETTE HUERTA	9.87

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/18/03	Fed Exp to:PAUL ARONZON,LOS ANGELES,CA from:ANTIONETTE HUERTA	6.57
9/18/03	Calendar/Court Services - Current docket for USBC-DE Adv. Proc. #03-53069. (L. Thomas)	10.00
9/18/03	Overtime Meals Amy D Palafox	9.00
9/19/03	Telephone call to: NEWYORKCTY,NY 212-530-5411	1.00
9/19/03	Standard Copies	23.40
9/19/03	Miscellaneous Office Expenses - Eric Liebeler Socks	12.50
9/21/03	Telephone call to: DALLAS,TX 214-754-9190	.50
9/21/03	Telephone call to: SANANTONIO,TX 512-733-6767	.75
9/21/03	Telephone call to: AUSTIN,TX 512-413-9645	.50
9/21/03	Standard Copies	.10
9/21/03	Overtime Transportation Amy D Palafox	10.05
9/21/03	Overtime Meals Amy D Palafox	9.00
9/22/03	Telephone call to: AUSTIN,TX 512-478-4500	.50
9/22/03	Scanned Images	3.30
9/22/03	Scanned Images	.15
9/22/03	Scanned Images	.15
9/22/03	Scanned Images	.15
9/22/03	Scanned Images	.15
9/22/03	LEGAL OPTION GROUP, LLC - Outside Paralegal Assistance - Thompson, Melissa w/e 09/21/03	10.00
9/23/03	Telephone call to: OK CITY,OK 405-419-3215	3.24
9/23/03	Telephone call to: DALLAS NE,TX 972-906-1120	.75
9/23/03	Telephone call to: MADISON,WI 608-257-5035	1.25
9/23/03	Telephone call to: DALLAS NE,TX 972-906-1174	1.00
9/23/03	Telephone call to: TREMONTON,UT 801-257-1900	.75
9/23/03	Standard Copies	.50
9/23/03	Standard Copies	4.40
9/23/03	Standard Copies	2.80
9/23/03	Standard Copies	4.40
9/23/03	Standard Copies	.10

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/23/03	Scanned Images	.45
9/23/03	Scanned Images	1.35
9/23/03	Scanned Images	.15
9/23/03	Scanned Images	.15
9/23/03	Scanned Images	.15
9/23/03	Scanned Images	9.60
9/24/03	Telephone call to: DETROIT,MI 313-393-7331	1.25
9/24/03	Telephone call to: DETROIT,MI 313-496-8478	1.66
9/24/03	Telephone call to: SAN DIEGO,CA 619-687-5200	1.45
9/24/03	Telephone call to: OK CITY,OK 405-951-7944	.50
9/25/03	Telephone call to: OK CITY,OK 405-419-3415	1.74
9/25/03	Telephone call to: DALLAS NE,TX 972-906-8125	.50
9/25/03	Telephone call to: OKLA CITY,OK 405-235-4100	.50
9/25/03	Telephone call to: OK CITY,OK 405-419-3415	1.49
9/25/03	Telephone call to: CHICAGO,IL 312-853-7523	.50
9/25/03	Telephone call to: OK CITY,OK 405-419-3403	7.72
9/25/03	Telephone call to: OK CITY,OK 405-419-3403	.50
9/25/03	Fax page charge to 215-864-7123	1.50
9/25/03	Fax page charge to 972-906-2322	1.50
9/25/03	Fax page charge to 808-539-8799	1.50
9/25/03	Fax page charge to 214-647-7501	.75
9/25/03	Fax page charge to 405-235-4133	.75
9/25/03	Fax page charge to 405-235-4133	1.50
9/25/03	Fax page charge to 808-539-8799	.75
9/25/03	Standard Copies	28.60
9/25/03	Standard Copies	2.10
9/25/03	Standard Copies	.50
9/25/03	Standard Copies	10.90
9/25/03	Standard Copies	1.50
9/25/03	Standard Copies	.40
9/25/03	Standard Copies	.20
9/25/03	Scanned Images	.75
9/25/03	Scanned Images	.15
9/25/03	Scanned Images	.30
9/25/03	Scanned Images	.30

The Fleming Company
 Legal Services for the Period Ending September 30, 2003
 October 23, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/25/03	Scanned Images	.15
9/26/03	Telephone call to: LB AREA,CA 310-772-2353	.83
9/26/03	Telephone call to: LB AREA,CA 310-772-2353	2.91
9/26/03	Telephone call to: WILMINGTON,DE 302-651-7689	.75
9/26/03	Telephone call to: DALLAS NE,TX 972-906-8125	.50
9/26/03	Telephone call to: OAHU,HI 808-539-8700	.50
9/26/03	Fax page charge to 302-652-4400	19.50
9/26/03	Fax page charge to 302-652-4400	3.75
9/26/03	Standard Copies	11.80
9/26/03	Standard Copies	47.90
9/26/03	Standard Copies	1.70
9/26/03	Standard Copies	.60
9/26/03	Scanned Images	.30
9/26/03	Scanned Images	.30
9/26/03	Scanned Images	.75
9/27/03	Standard Copies	17.20
9/28/03	Fax phone charge to 818-703-6141	1.66
9/28/03	Fax page charge to 818-703-6141	9.00
9/28/03	Scanned Images	1.20
9/28/03	Scanned Images	.60
9/28/03	Scanned Images	.45
9/28/03	Scanned Images	.60
9/28/03	Scanned Images	1.20
9/28/03	Comet Messenger Services to: JAMES SPRAYREGEN	76.23
9/28/03	Steven Kotarba, Parking, Chicago, IL, 09/28/03, (Overtime Transportation)	11.00
9/28/03	Overtime Meals Donna R Amos	12.00
9/28/03	Steven Kotarba, Meals, Overtime Meals-Attorney, Chicago, IL, 09/28/03, (Overtime Meals w/ A. Groesch).	36.82
9/28/03	Steven Kotarba, Meals, Overtime Meals-Attorney, Chicago, IL, 09/28/03, (Overtime Meals), w/J. Strohl, M. Najjarpour, A. Groesch and G. Richards.	116.55
9/28/03	Harris, L - Secretarial Overtime	222.81
9/28/03	Patricia C Myers - Secretarial Overtime	382.16
9/29/03	Telephone call to: NEWYORKCTY,NY 212-583-5395	.50
9/29/03	Telephone call to: DALLAS NE,TX 972-906-1109	.50

The Fleming Company
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 October 23, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/29/03	Telephone call to: OAHU, HI 808-539-8700	1.99
9/29/03	Telephone call to: NEWYORKCTY, NY 212-735-2116	.50
9/29/03	Telephone call to: DALLAS NE, TX 972-906-1120	.50
9/29/03	Fax page charge to 802-257-6620	1.50
9/29/03	Fax page charge to 212-735-2000	1.50
9/29/03	Fax page charge to 212-455-2502	1.50
9/29/03	Fax page charge to 913-288-1573	1.50
9/29/03	Fax page charge to 816-421-0596	1.50
9/29/03	Fax page charge to 212-490-1344	2.25
9/29/03	Standard Copies	5.80
9/29/03	Standard Copies	1.00
9/29/03	Standard Copies	.80
9/29/03	Standard Copies	3.00
9/29/03	Standard Copies	7.60
9/29/03	Standard Copies	.90
9/29/03	Standard Copies	.40
9/29/03	Standard Copies	3.90
9/29/03	Standard Copies	4.50
9/29/03	Scanned Images	.30
9/29/03	Scanned Images	.75
9/29/03	Scanned Images	.45
9/29/03	Scanned Images	.30
9/29/03	Scanned Images	.30
9/29/03	Scanned Images	.30
9/29/03	Scanned Images	.15
9/29/03	Scanned Images	.15
9/29/03	Steven Kotarba (and others). Meals, Overtime Meal-Attorney, Chicago, IL, 09/29/03, (Overtime Meals)	65.10
9/30/03	Telephone call to: DALLAS NE, TX 972-906-1120	2.99
9/30/03	Telephone call to: STATE OF, DE 302-778-6406	1.25
9/30/03	Standard Copies	3.20
9/30/03	Standard Copies	3.70
9/30/03	Standard Copies	81.60
9/30/03	Standard Copies	.30
9/30/03	Scanned Images	1.05
9/30/03	Scanned Images	.45
9/30/03	Scanned Images	.30
9/30/03	Scanned Images	.15
9/30/03	PARCELS, INC - Information Broker Doc/Svcs, Case #00-358, 9/23/03	6.00

The Fleming Company
Legal Services for the Period Ending September 30, 2003
October 23, 2003

<u>Date</u>	<u>Description</u>	<u>Amount</u>
9/30/03	Steven Kotarba, Transportation, Parking, Chicago, IL, 09/30/03, (Overtime Transportation)	11.00
	Total Expenses	\$ 8,591.29